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Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653-KRH
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105, 363,
503(b), 506, 546, 1107(a) AND 1108 AND BANKRUPTCY RULE
6003 AUTHORIZING PAYMENT OF CERTAIN PREPETITION SHIPPING
AND DELIVERY CHARGES**

Upon the motion (the "Motion")¹ of the Debtors
for entry of an order, pursuant to Bankruptcy Code

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

sections 105, 363(b), 503(b), 506, 546, 1107(a) and 1108 and Bankruptcy Rule 6003, authorizing the Debtors to pay certain prepetition shipping and delivery charges and related possessory liens; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED.
2. The Debtors are authorized, but not directed, to make such payments to CTSI and the Carriers as the Debtors determine, in the exercise of their business judgment, are necessary or appropriate in order to obtain release of goods held by the Carriers and the Debtors may settle all or some of the prepetition claims of the Carriers in order to obtain the release of goods.

Notwithstanding anything to the contrary in this Order, the prepetition Shipping Charges and customs duties to be paid pursuant to this Order shall not exceed \$10 million in the aggregate (the "Shipping Cap").

3. All payments on the Shipping Charges made under this Order shall be subject to the following conditions:

- (a) The Debtors, in their sole discretion, shall determine which Carriers, if any, are entitled to payments; and
- (b) Prior to making payment to a Carrier, the Debtors may, in their absolute discretion, settle all or some of the prepetition claims of the Carrier for less than their face amount without further notice or hearing.

4. The Carriers shall have administrative expense claims with priority under Bankruptcy Code section 503(b) for those undisputed obligations arising from prepetition purchase orders outstanding as of the Petition Date and relating to goods delivered, received and accepted by the Debtors after the Petition Date, including goods in transit on or after the Petition Date, and the Debtors are authorized to pay such claims in the ordinary course of business.

5. All applicable banks and other financial institutions are hereby authorized and directed to receive, process, honor and pay any and all checks evidencing amounts paid by the Debtors pursuant to the Motion, whether presented prior to or after the Petition Date.

6. The Debtors are authorized to issue postpetition checks as necessary to replace any prepetition checks that were issued with respect to the Shipping Charges and may be dishonored and such reissued checks shall reduce the Shipping Cap.

7. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

8. Nothing herein shall be deemed an assumption or an authorization to assume any contracts or other agreements, including with any of the Carriers or CTSI, pursuant to Bankruptcy Code section 365.

9. The provisions contained herein shall not be construed to limit, or in any way affect, the

Debtors' ability to contest any claims on any ground permitted by applicable law.

10. The relief provided in this Order is being granted on an interim basis, and to the extent no objection is filed within fifteen (15) days of the date of entry of this Order, this Order shall automatically become final and non-appealable without further order of this Court.

11. To the extent an objection is filed, a final hearing on the Motion shall be held before this Court on December 5, 2008, at 10:00 (Eastern).

12. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

13. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
November __, 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley